

BYLAWS
OF
CEDAR RIVER ANADROMOUS FISH COMMITTEE

ARTICLE I

NAME AND PURPOSE

The committee created pursuant to Part F of the Landsburg Mitigation Agreement (LMA) for the Fish Migration Barrier at the Landsburg Diversion Dam shall hereafter be referred to as the “Cedar River Anadromous Fish Committee” (“Committee”). The Committee will provide advice and consultation to the City and to the signatory Parties of the LMA concerning the implementation of the LMA and shall serve as a forum for coordination and communication among the Members of the Committee.

ARTICLE II

MEMBERS

1. Designation of Members. As specified in section F.1 of the LMA, there shall be 10 designated member seats on the Committee in total. Each of the following agencies, organizations or groups shall have one seat on the Committee: the City of Seattle, the Washington Department of Fish and Wildlife, the National Marine Fisheries Service, the U.S. Fish and Wildlife Service, King County (contingent upon the County’s prior written endorsement of the HCP) the Muckleshoot Indian Tribe, and the four signatories to the Notice of Appeal of the FEIS for the HCP. In addition, the signatories to the LMA shall appoint, by unanimous consent, three additional Stakeholder Members. Appointed Stakeholder Members shall serve for five-year terms, effective from the date of selection by the Parties.

2. Alternates. Agencies and organizations having designated seats on the Committee may appoint Alternates to represent them on the Committee, when the designated Members are unavailable. Alternates shall have the same privileges as the designated Members. The three appointed stakeholder representatives may be represented by Alternates who have been approved by the Parties.

3. Member Privileges and Responsibilities. Only designated Members or their Alternates may vote on Committee recommendations or take other Committee action. The Committee may appoint Members, Alternates or non-members to serve on subcommittees or workgroups as provided in Article IV. Member responsibilities shall be as follows: a) Members will be expected to attend every Committee meeting, in so far as possible. Where Alternates are used, the Member is responsible for ensuring that an Alternate is in attendance when the Member is unable to attend a meeting. If an appointed stakeholder member misses three consecutive Committee meetings, the Committee may request that the Parties appoint a replacement ; b) Members are expected to accurately communicate discussions, actions, decisions, issues and progress of the Committee to their respective agencies, organizations, or to other stakeholders, as appropriate ; c) Express the positions, opinions, concerns and perspectives of the Member's agency or organization as appropriate; and d) facilitate input and decisions from the Member's agency or organization as appropriate, when requested by the Committee.

ARTICLE III

MEETINGS

1. Regular Meetings. The intent of the Committee is to meet at least once every month or as necessary at such times and places designated by the Chair in consultation with Committee Members. The Chair may decide to cancel a regularly scheduled meeting if it is determined that insufficient need exists to conduct the meeting.

2. Agenda. A draft agenda prepared by the Chair shall be sent to the Members at least one week prior to any regular meeting. All Committee meeting agendas shall be approved by the Committee at the beginning of each meeting, and shall include a prescribed time as a separate agenda item during which members of the public may share their ideas, comments, and views on Committee activities. The Chair may limit the amount of time allotted to the public to address the Committee. Items may be added to the current agenda during the course of a given meeting by majority vote of the Members; however, no action may be taken on such items at that meeting.

3. Emergency Meetings. The Chair has the discretion to call emergency meetings when s/he determines it is appropriate. The Chair shall give notice of all emergency meetings a minimum of seven days in advance of the meeting, unless exigent circumstances require shorter notice, which shall in no event be less than 48 hours.

4. Notice of Meetings. Notice of the time and place of any regular or emergency meeting of the Committee shall be given by the Chair by mail, electronic mail, facsimile, or personal communication over the telephone.

5. Quorum. A majority of Members shall constitute a quorum for the transaction of business. At any meeting of the Committee at which a quorum is present, any business may be transacted, and the Committee may exercise all of its powers except as provided in Article VIII(2). A Member present at such a meeting shall be presumed to have assented to the action taken at the meeting unless the Member's dissent or abstention is entered in the minutes of the meeting.

6. Chair. The City's designated Member (or Alternate) shall serve as Chair of the Committee, as provided in section F.2 of the LMA. The Chair shall be responsible for conducting all Committee business pursuant to these bylaws and the LMA.

7. Meetings Held by Telephone or Similar Communications Equipment.
When necessary, Members may participate in a meeting of the Committee or its

subcommittees by means of a telephone conference or similar communications equipment, and such participation shall be deemed equivalent to personal presence.

8. Meeting Conduct. Only Committee Members or, in their absence, their alternates shall partake in Committee actions. Professional staff from Member agencies and consultants may participate in discussions and provide information to the Committee when asked to do so by the Committee. If others wish to address the Committee the provisions of Article III(2) shall apply.

9. Form of Actions. The following actions of the Committee shall be taken and memorialized in the form of resolutions: decisions to make formal recommendations to the Parties; designation and appointment of standing subcommittees; designation and elimination of ad hoc working groups; decisions regarding operations as delegated by the Parties; specification and modification of additional powers and duties of the Chair and Secretary; amendment of the Bylaws; appointment of a party to undertake projects on behalf of the Committee and such other actions as the Committee shall determine.

10. Minutes. The Committee Chair shall be responsible for providing staff for the purpose of keeping minutes of each meeting of the Committee. Minutes shall include a summary of each agenda item discussion that captures the context and the intent of the committee. Minutes shall also serve as a record of all actions taken by the Committee. Minutes shall document key arguments made for and against actions of the Committee. A verbatim record of dialogue shall not be required except as specifically requested by a member.

ARTICLE IV

SUBCOMMITTEES

The Committee shall designate individuals or organizational representatives to serve as Subcommittee members, but must include at least two Committee Members on

each subcommittee. Subcommittees shall be advisory in nature and shall not exercise authority of the Committee.

ARTICLE V.

ADMINISTRATIVE PROVISIONS

1. Amendment of Bylaws. These Bylaws may be amended by the unanimous vote of the Parties and an affirmative majority vote of the non-signatory Members at any regular or special meeting. Any proposed bylaws changes need to be submitted to the Chair no later than 30 days prior to the meeting at which they will be considered. The Chair shall notify the Committee Members of proposed changes no later than 21 days prior to the meeting at which they will be considered.

2. Rules of Procedure. The Committee shall strive to make decisions by consensus. However, when, in the judgement of the chair of the Committee, a consensus cannot be reached after a reasonable amount of effort and time, Roberts Rules of Order on Parliamentary Procedure, newly revised, will be used, so far as applicable and when not inconsistent with these Bylaws, to reach decisions. .

(Revised)